

RECORDATION NO. 25450-I FILED

JUN 02 '05

4-34 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

June 2, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10, dated as of May 26, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540

Mr. Vernon A. Williams  
June 2, 2005  
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A description of the railroad equipment covered by the enclosed document is:

120 GRL Coal Gondola railcars: PNJX 51080 -- PNJX 51199

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF**  
**RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT**  
**AND RIDER NO. 10**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 10, dated as of May 26, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 10, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of May 26, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: 

Name: James N. Muday

Title: Vice President

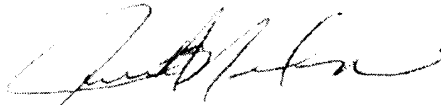
By: 

Name: **Erschel C. Redd Jr.**  
~~Chairman, President and CEO~~

Title: **NRG Power Marketing Inc.**

STATE OF ILLINOIS       )  
                                      )       SS:  
COUNTY OF COOK       )

On this 16<sup>th</sup> day of April, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

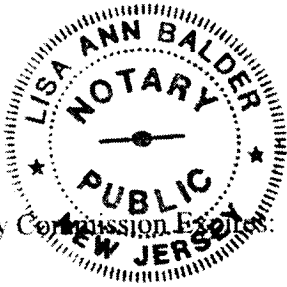
  
\_\_\_\_\_  
Notary Public

My Commission Expires:



STATE OF NEW JERSEY    )  
  )    SS:  
COUNTY OF MERCER    )

On this 26th day of May, 2005, before me personally appeared Erschel C. Redd, Jr., to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder  
Notary Public

My Commission Expires: 11/23/2009

# EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	51080	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	51081	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	51082	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	51083	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	51084	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	51085	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	51086	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	51087	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	51088	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	51089	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	51090	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	51091	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	51092	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	51093	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	51094	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	51095	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	51096	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	51097	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	51098	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	51099	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	51100	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	51101	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	51102	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	51103	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	51104	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	51105	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	51106	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	51107	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	51108	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	51109	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	51110	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	51111	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	51112	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	51113	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	51114	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	51115	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	51116	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	51117	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	51118	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	51119	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	51120	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	51121	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	51122	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	51123	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	51124	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	51125	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	51126	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	51127	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	51128	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	51129	Aluminum Bethgon II Coal Car	Johnstown America

<b>Unit Count</b>	<b>AAR Reporting Mark</b>		<b>Car Type</b>	<b>Manufacturer</b>
51	PNJX	51130	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	51131	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	51132	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	51133	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	51134	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	51135	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	51136	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	51137	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	51138	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	51139	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	51140	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	51141	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	51142	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	51143	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	51144	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	51145	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	51146	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	51147	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	51148	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	51149	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	51150	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	51151	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	51152	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	51153	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	51154	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	51155	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	51156	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	51157	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	51158	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	51159	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	51160	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	51161	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	51162	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	51163	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	51164	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	51165	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	51166	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	51167	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	51168	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	51169	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	51170	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	51171	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	51172	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	51173	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	51174	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	51175	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	51176	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	51177	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	51178	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	51179	Aluminum Bethgon II Coal Car	Johnstown America



<b>Unit Count</b>	<b>AAR Reporting Mark</b>		<b>Car Type</b>	<b>Manufacturer</b>
101	PNJX	51180	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	51181	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	51182	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	51183	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	51184	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	51185	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	51186	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	51187	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	51188	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	51189	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	51190	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	51191	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	51192	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	51193	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	51194	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	51195	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	51196	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	51197	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	51198	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	51199	Aluminum Bethgon II Coal Car	Johnstown America

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/2/05



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Robert W. Alvord